

One Embarcadero Center · San Francisco, CA 94111

415/398-4510

15633-A

November 20, 1992

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Ms. Mildred Lee Recordations Unit Interstate Commerce Commission 12th and Constitution Avenue, N.W. Washington, DC 20423 INTERSTATE COMMERCE COMMISSION

RE: Lease of Railroad Equipment dated as of September 18, 1991 ("Lease") between Helm Financial Corporation and Wisconsin Central Ltd.

Dear Ms. Lee:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully executed originals of Amendment No. 1 dated October 6, 1992 to the Lease ("Amendment No. 1") between Helm Financial Corporation and Wisconsin Central Ltd.

In connection with the recording of Amendment No. 1, please note the following information:

Name and Address of Lessor: Helm Financial Corporation

One Embarcadero Center, Suite 3500

San Francisco, CA 94111

Name and Address of Lessee:

Wisconsin Central Ltd.

P.O. Box 5062

Rosemont, IL 60017

Equipment:

50 (50) XP Boxcars (See Annex A. of Lease for

Car Numbers)

Previous ICC Filing:

Lease filed on May 9, 1988 under Recordation No.

15623

Please file Amendment No. 1 under the next available recordation number. The filing fee of sixteen dollars (\$16.00) is included in the enclosed check.

Sincerely,

Maureen Krieg

Contract Administrator

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Enclosures (2)



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AMENDMENT NO. 1

UTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 1 (the "Amendment") to the Lease of Railroad Equipment dated as of March 1, 1988 (the "Lease") between HELM FINANCIAL CORPORATION ("Lessor") and WISCONSIN CENTRAL LTD. ("Lessee") is made as of October 6, 1992 between Lessor and Lessee.

RECITALS:

- A. Lessor and Lessee are parties to the Lease pursuant to which fifty (50), 50'6", 100-ton boxcars bearing the reporting marks and numbers WC 20000-20049 (the "Unit(s)") were leased by Lessor to Lessee.
- B. The parties desire to extend the term of the Lease for the Units and to change the rent for the Units during such extended term.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

- 1. All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.
- 2. This Amendment shall become effective on the date of its full execution by both parties.
- 3. Effective the term of the Lease for the Units shall be
- 4. During the for each Unit Unit per month.

per

- 5. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
- 6. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS THEREOF, the Lessor and Lessee each pursuant to due authority have caused these presents to be signed in their respective corporate names.

HELM FINANCIAL CORPORATION	WISCONSIN CENTRAL LTD.
Del By: Julian Clau	By: Thoward.
Title: President	Title: EVP-CFO
Date: 11/11/92	Date: 11-4-9Z

STATE OF CALIFORNIA) COUNTY OF SAN FRANCISCO)	
On this day of Method, 1992, before me personally appeared Richard C. Kirchner, to me personally known, who, being by me duly sworn, says that he is President of HELM FINANCIAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.	
Marea Stongasch Notary Public	
My Commission Expires: $6/10/96$	
[Notarial Seal] ANDREA DRONGOSKI COMM. #967571 Notary Public-California SAN FRANCISCO COUNTY My comm. expires JUN 10,1996	
STATE OF ILLINOIS)	
COUNTY OF COOK)	
On this 4th day of November, 1992, before me personally appeared T.F. Power, Jr., to me personally known, who, being by me duly sworn, says that he is EVP-CFO of WISCONSIN CENTRAL LTD., that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.	
Catherine D. A lodger	
Notary Public	
My Commission Expires: 7/13/96	
[Notarial Seal]	

"OFFICIAL SEAL" CATHERINE D. ALDANA Notary Public, State of Illinois My Commission Expires 7/13/96

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